

RESOLUTION 2014-49
RESOLUTION CONSENTING TRANSFER OF FRANCHISE

WHEREAS, WOW! Communications, LLC ("Franchisee") currently holds a cable television franchise ("Franchise") granted by the City of Sturgis, South Dakota ("Municipality") authorizing Franchisee to own and operate a cable television system in the Municipality;

WHEREAS, Franchisee and certain of its affiliates have entered into an Asset Purchase Agreement ("Agreement") with Clarity Telecom, LLC ("Clarity") dated June 12, 2014 under which Clarity will acquire the cable system assets (including the Franchise) of Franchisee ("Transaction");

WHEREAS, Franchisee and Clarity, according to the requirements of the Franchise and Applicable law, have requested that Municipality consent to the Transaction as described in the FCC Form 394 filed with Municipality ("Transfer Application"); and

WHEREAS, Municipality has reviewed the Transfer Application, and will consent to the transfer of control as described in the Transfer Application.

NOW, THEREFORE THE CITY OF STURGIS RESOLVES:

1. The City consents to the transfer of the Franchise to Clarity Telecom LLC, with the clear understanding that all obligations of the Franchise Ordinance will be fully performed by Clarity Telecom LLC.
2. The City of Sturgis confirms that the Franchise is valid and in full force and effect.
3. The City Manager of the City of Sturgis is authorized to enter into, execute and deliver on behalf of the City of Sturgis a certificate, along with other documents as may be necessary to v evidence and verify this Resolution without further action by the Sturgis City Council.

Adopted and approved this 18th day of August, 2014.

CITY OF STURGIS, SOUTH DAKOTA

Mayor Mark Carstensen

ATTEST:

Fay Bueno, Finance Officer

Published: August 27, 2014

Effective: September 17, 2014